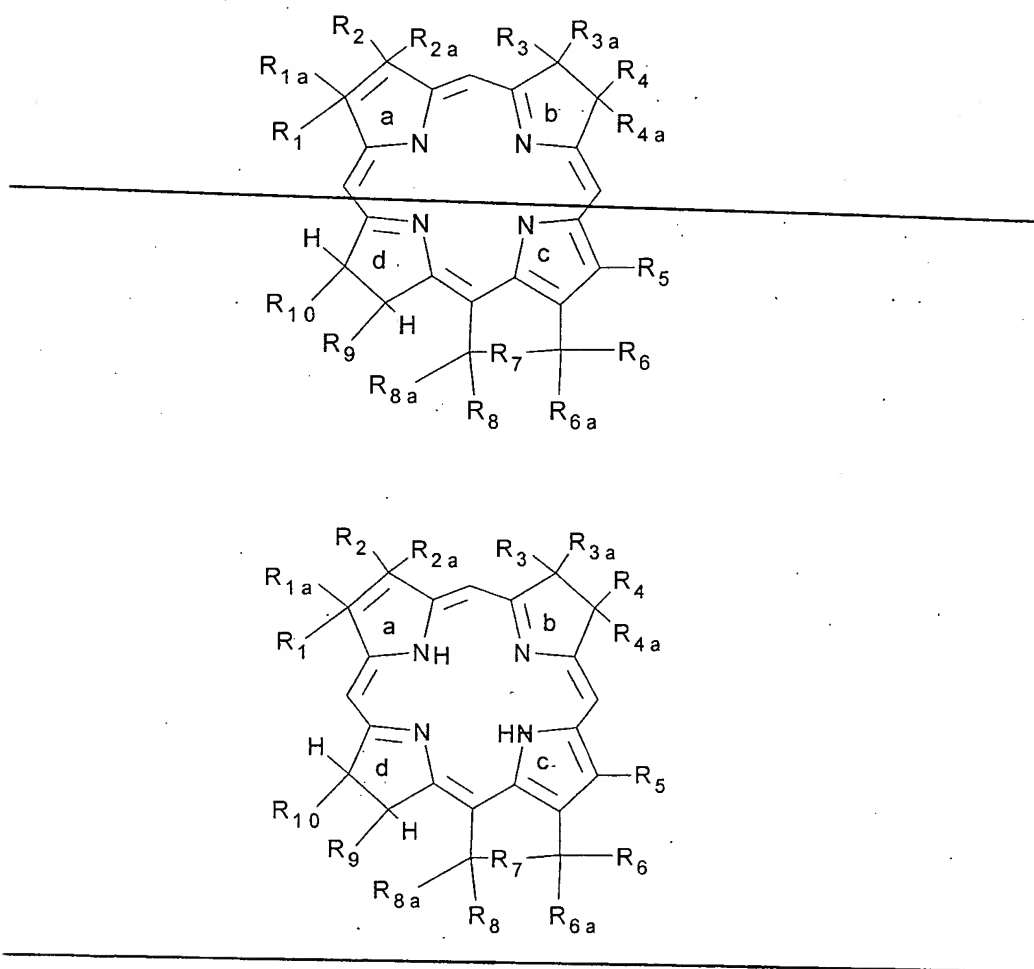


## In The Claims

Please amend the claims as follows:

Claims 1-4 (cancelled)

Claim 5 (currently amended) A compound of the formula:



or a pharmaceutically acceptable derivative thereof, wherein:

$R_1$  and  $R_2$  are each independently substituted or unsubstituted alkyl, substituted or unsubstituted alkenyl,  $-C(O)R_a$  or  $-COOR_a$  or  $[-CH(CH_3)(OR)$  or  $-CH(CH_3)(O(CH_2)_nXR)]$   $-CH(CH_3)(OR_a)$  or  $-CH(CH_3)(O(CH_2)_nXR_a)$  where  $R_a$  is hydrogen, substituted or unsubstituted alkyl, substituted or unsubstituted alkenyl, substituted or unsubstituted alkynyl, or substituted or unsubstituted cycloalkyl where  $R_2$  may be  $CH=CH_2$ ,  $CH(OR_{20})CH_3$ ,  $C(O)Me$ ,  $C(=NR_{21})CH_3$  or  $CH(NHR_{21})CH_3$ ; where  $R_2$  may be  $-CH=CH_2$ ,  $-CH(OR_{20})CH_3$ ,  $-C(O)Me$ ,  $-C(=NR_{21})CH_3$  or  $-CH(NHR_{21})CH_3$

where X is an aryl or heteroaryl group;

n is an integer of 0 to 6;

—  $R$  and  $R'$

where  $R_{20}$  is methyl, butyl, heptyl, docetyl or 3,5-bis(trifluoromethyl)-benzyl; and

$R_{21}$  is 3,5-bis(trifluoromethyl)benzyl;

$R_{1a}$  and  $R_{2a}$  are each independently hydrogen or substituted or unsubstituted alkyl, or together form a covalent bond;

$R_3$  and  $R_4$  are each independently hydrogen or substituted or unsubstituted alkyl;

$R_{3a}$  and  $R_{4a}$  are each independently hydrogen or substituted or unsubstituted alkyl, or together form a covalent bond;

$R_5$  is hydrogen or substituted or unsubstituted alkyl;

$R_6$  and  $R_{6a}$  are each independently hydrogen or substituted or unsubstituted alkyl, or together form  $=O$ ;

$R_7$  is a covalent bond, alkylene, azaalkyl, or azaaraalkyl or  $=NR_{20}$  where  $R_{20}$  is 3,5-bis(tri-fluoromethyl)benzyl or  $-CH_2X-R^1$  or  $-YR^1$  where Y is an aryl or heteroaryl group;

$R_8$  and  $R_{8a}$  are each independently hydrogen or substituted or unsubstituted alkyl or together form  $=O$ ;

$R_9$  and  $R_{10}$  are each independently hydrogen, or substituted or unsubstituted alkyl and  $R_9$  may be  $-CH_2CH_2COOR^2$  where  $R^2$  is an alkyl group that may optionally substituted with one or more fluorine atoms;

each of  $R_1$ - $R_{10}$ , when substituted, is substituted with one or more substituents each independently selected from Q, where Q is alkyl, haloalkyl, halo, pseudohalo, or  $-COOR_b$  where  $R_b$  is hydrogen, alkyl, alkenyl, alkynyl, cycloalkyl, or aryl, heteroaryl, araalkyl, or  $OR_c$  where  $R_c$  is hydrogen, alkyl, alkenyl, alkynyl, cycloalkyl, or aryl or  $CONR_dR_e$  where  $R_d$  and  $R_e$  are each independently hydrogen, alkyl, alkenyl, alkynyl, cycloalkyl, or aryl, or  $NR_fR_g$  where  $R_f$  and  $R_g$  are each independently hydrogen, alkyl, alkenyl, alkynyl, cycloalkyl, or aryl, or  $=NR_h$  where  $R_h$  is hydrogen, alkyl, alkenyl, alkynyl, cycloalkyl, or aryl, or is an amino acid residue;

each Q is independently unsubstituted or is substituted with one or more substituents each independently selected from  $Q_1$ , where  $Q_1$  is alkyl, haloalkyl, halo, pseudohalo, or  $-COOR_b$  where  $R_b$  is hydrogen, alkyl, alkenyl, alkynyl, cycloalkyl, or aryl, heteroaryl, araalkyl, or  $OR_c$  where  $R_c$  is hydrogen, alkyl, alkenyl, alkynyl, cycloalkyl, or aryl or  $CONR_dR_e$  where  $R_d$  and  $R_e$  are each independently hydrogen, alkyl, alkenyl, alkynyl, cycloalkyl, or aryl, or  $NR_fR_g$  where  $R_f$  and  $R_g$  are each independently hydrogen, alkyl, alkenyl, alkynyl, cycloalkyl, or aryl, or  $=NR_h$  where  $R_h$  is hydrogen, alkyl, alkenyl, alkynyl, cycloalkyl, or aryl, or is an amino acid residue. ;

with the proviso that the compound contains at least one fluorine atom in at least one 3,5-bis(trifluoromethyl)benzyl group or in at least one R, R<sup>1</sup>, or R<sup>2</sup> group.

Claims 6-7 (cancelled)

Claim 8 (previously presented). The compound of claim 5 wherein:

R<sub>1</sub> is methyl;

R<sub>1a</sub> and R<sub>2a</sub> together form a covalent bond;

R<sub>3</sub> is methyl;

R<sub>4</sub> is ethyl;

R<sub>3a</sub> and R<sub>4a</sub> are each independently hydrogen, or together form a covalent bond;

R<sub>5</sub> is methyl;

R<sub>9</sub> is CH<sub>2</sub>CH<sub>2</sub>COOH or CH<sub>2</sub>CH<sub>2</sub>COOMe;

R<sub>10</sub> is methyl.

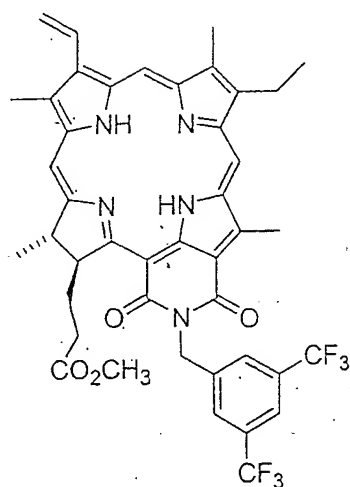
Claim 9 (previously presented) The compound of claim 5, wherein:

R<sub>2</sub> is CH=CH<sub>2</sub>, CH(OR<sub>20</sub>)CH<sub>3</sub>, C(O)Me, C(=NR<sub>21</sub>)CH<sub>3</sub> or CH(NHR<sub>21</sub>)CH<sub>3</sub>;

where R<sub>20</sub> is methyl, butyl, heptyl, dodecyl or 3,5-bis(trifluoromethyl)-benzyl; and

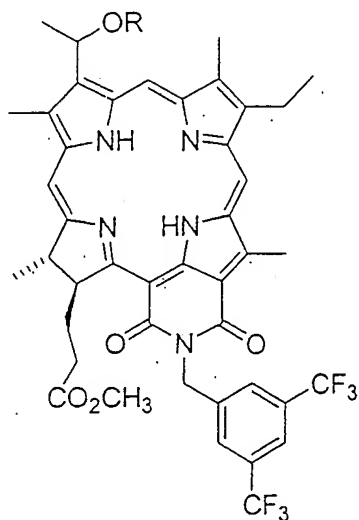
R<sub>21</sub> is 3,5-bis(trifluoromethyl)benzyl.

Claim 11 (previously presented) The compound of claim 5 having the formula:



or a pharmaceutically acceptable derivative thereof.

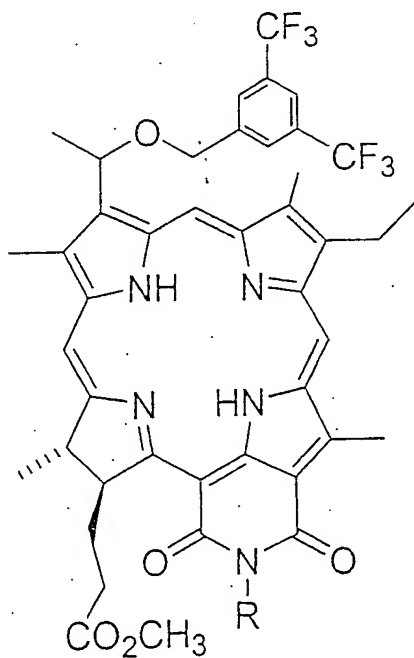
Claim 12 (previously presented) The compound of claim 5 having the formula:



or a pharmaceutically acceptable derivative thereof, wherein:

R is methyl, butyl, heptyl or dodecyl.

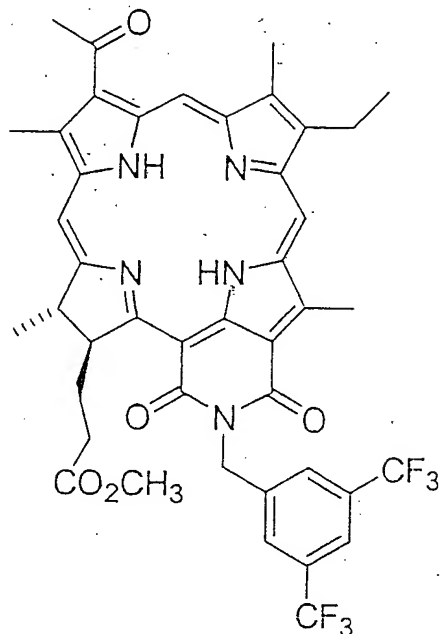
Claim 13 (previously presented)      The compound of claim 5 having the formula:



or a pharmaceutically acceptable derivative thereof, wherein:

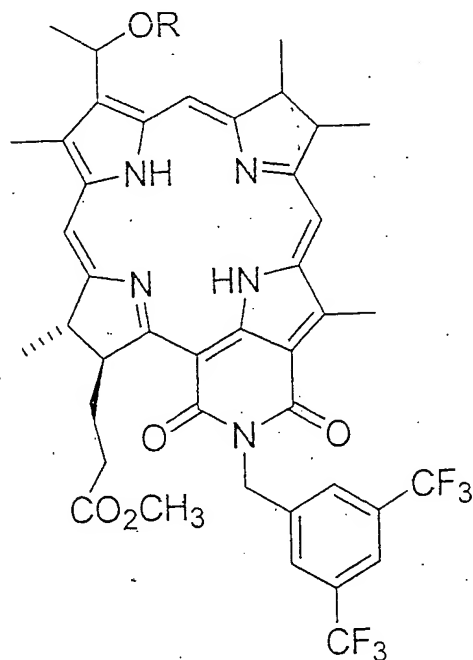
R is methyl, butyl, heptyl or dodecyl.

Claim 14 (previously presented) The compound of claim 5 having the formula:



or a pharmaceutically acceptable derivative thereof.

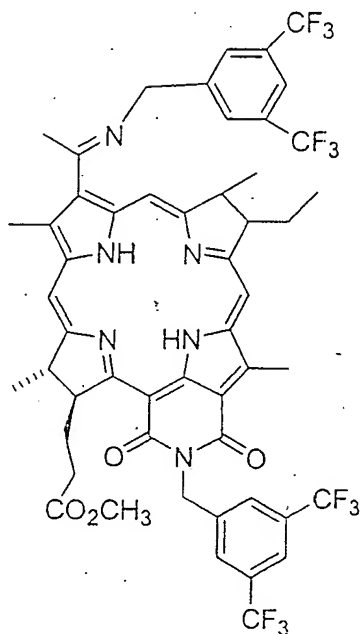
Claim 15 (previously presented) The compound of claim 5 having the formula:



or a pharmaceutically acceptable derivative thereof, wherein:

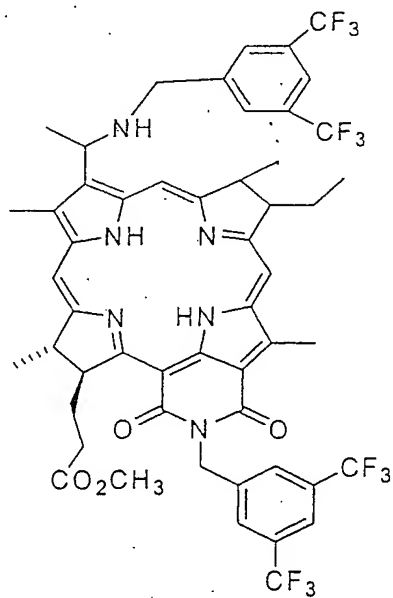
R is methyl, butyl, heptyl or dodecyl.

Claim 16 (previously presented) The compound of claim 5 having the formula:



or a pharmaceutically acceptable derivative thereof.

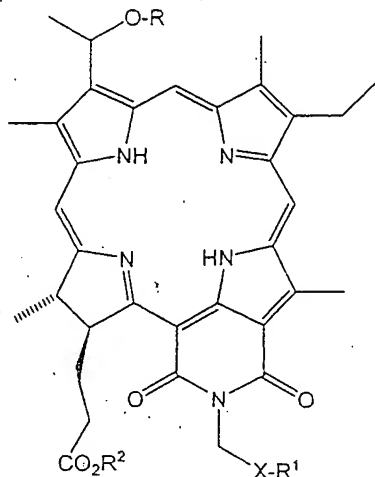
Claim 17 (previously presented) The compound of claim 5 having the formula:



or a pharmaceutically acceptable derivative thereof.



Claim 18 (previously presented) The compound of claim 5 having the formula:



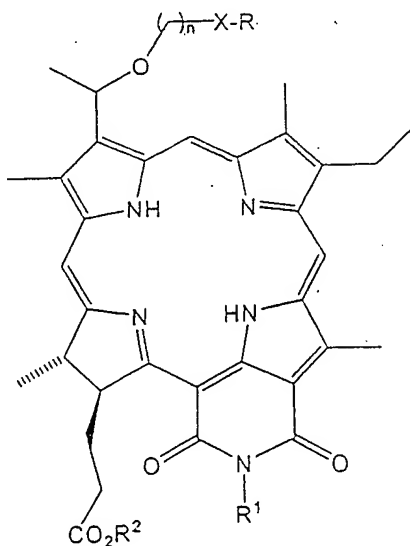
or a pharmaceutically acceptable derivative thereof, wherein:

X is an aryl or heteroaryl group;

R and  $\text{R}^1$  are each independently alkyl, aryl, or heteroaryl groups having 1 – 20 carbon atoms, wherein at least one of R and  $\text{R}^1$  is substituted with at least one fluorine atom; and

$\text{R}^2$  is an alkyl group, optionally substituted with one or more fluorine atoms.

Claim 19 (previously presented) The compound of claim 5 having the formula:



or a pharmaceutically acceptable derivative thereof, wherein:

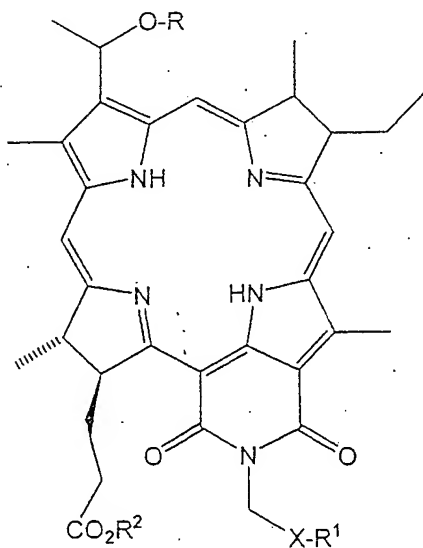
X is an aryl or heteroaryl group;

n is an integer from 0 to 6;

R and R<sup>1</sup> are each independently alkyl, aryl, or heteroaryl groups having 1 – 20 carbon atoms, wherein at least one of R and R<sup>1</sup> is substituted with at least one fluorine atom; and

R<sup>2</sup> is an alkyl group, optionally substituted with one or more fluorine atoms.

Claim 20 (previously presented) The compound of claim 5 having the formula



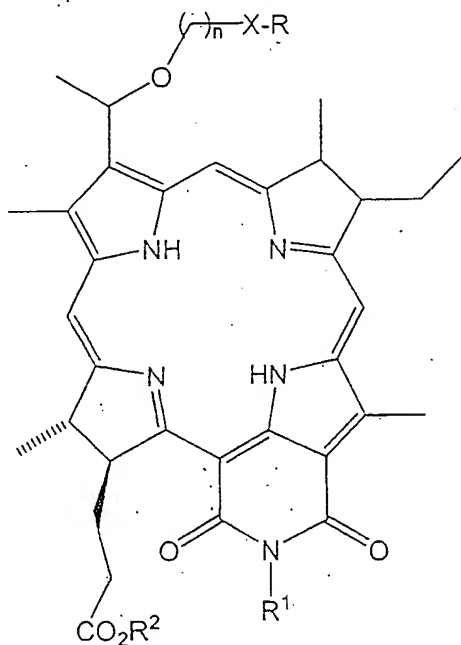
or a pharmaceutically acceptable derivative thereof, wherein:

X is an aryl or heteroaryl group;

R and R<sup>1</sup> are each independently alkyl, aryl, or heteroaryl groups having 1 – 20 carbon atoms, wherein at least one of R and R<sup>1</sup> is substituted with at least one fluorine atom; and

R<sup>2</sup> is an alkyl group, optionally substituted with one or more fluorine atoms.

Claim 21 (previously presented) The compound of claim 5 having the formula:



or a pharmaceutically acceptable derivative thereof, wherein:

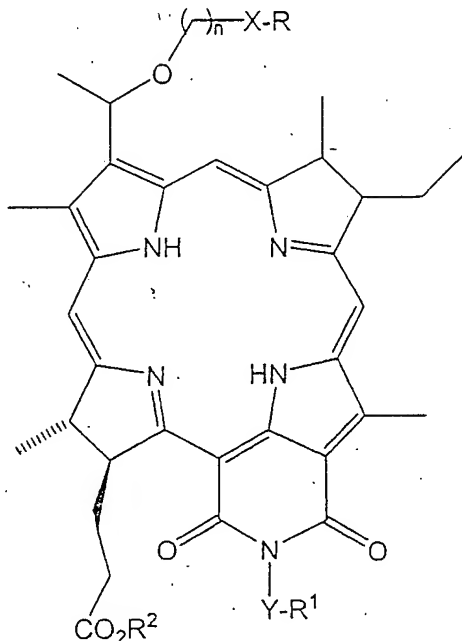
X is an aryl or heteroaryl group;

n is an integer from 0 to 6;

R and R<sup>1</sup> are each independently alkyl, aryl, or heteroaryl groups having 1 – 20 carbon atoms, wherein at least one of R and R<sup>1</sup> is substituted with at least one fluorine atom; and

R<sup>2</sup> is an alkyl group, optionally substituted with one or more fluorine atoms.

Claim 22 (previously presented) The compound of claim 5 having the formula:



or a pharmaceutically acceptable derivative thereof, wherein:

X and Y are each independently an aryl or heteroaryl group;

n is an integer from 0 to 6;

R and R¹ are each independently alkyl, aryl, or heteroaryl groups having 1 – 20 carbon atoms, wherein at least one of R and R¹ is substituted with at least one fluorine atom; and

R² is an alkyl group, optionally substituted with one or more fluorine atoms.

Claim 23 (previously presented)

A pharmaceutical composition, comprising a compound of claim 1 or a pharmaceutically acceptable derivative thereof in a pharmaceutically acceptable carrier.

Claims 24-121 (cancelled)

Claim 122 (previously presented) The compound of claim 17 or a pharmaceutically acceptable derivative thereof when used for the detection or treatment or both of hyperproliferative tissue.

Claim 123 (previously presented) The compound of claim 18 or a pharmaceutically acceptable derivative thereof when used for the detection or treatment or both of hyperproliferative tissue.

Claim 124 (previously presented) The compound of claim 19 or a pharmaceutically acceptable derivative thereof when used for the detection or treatment or both of hyperproliferative tissue.